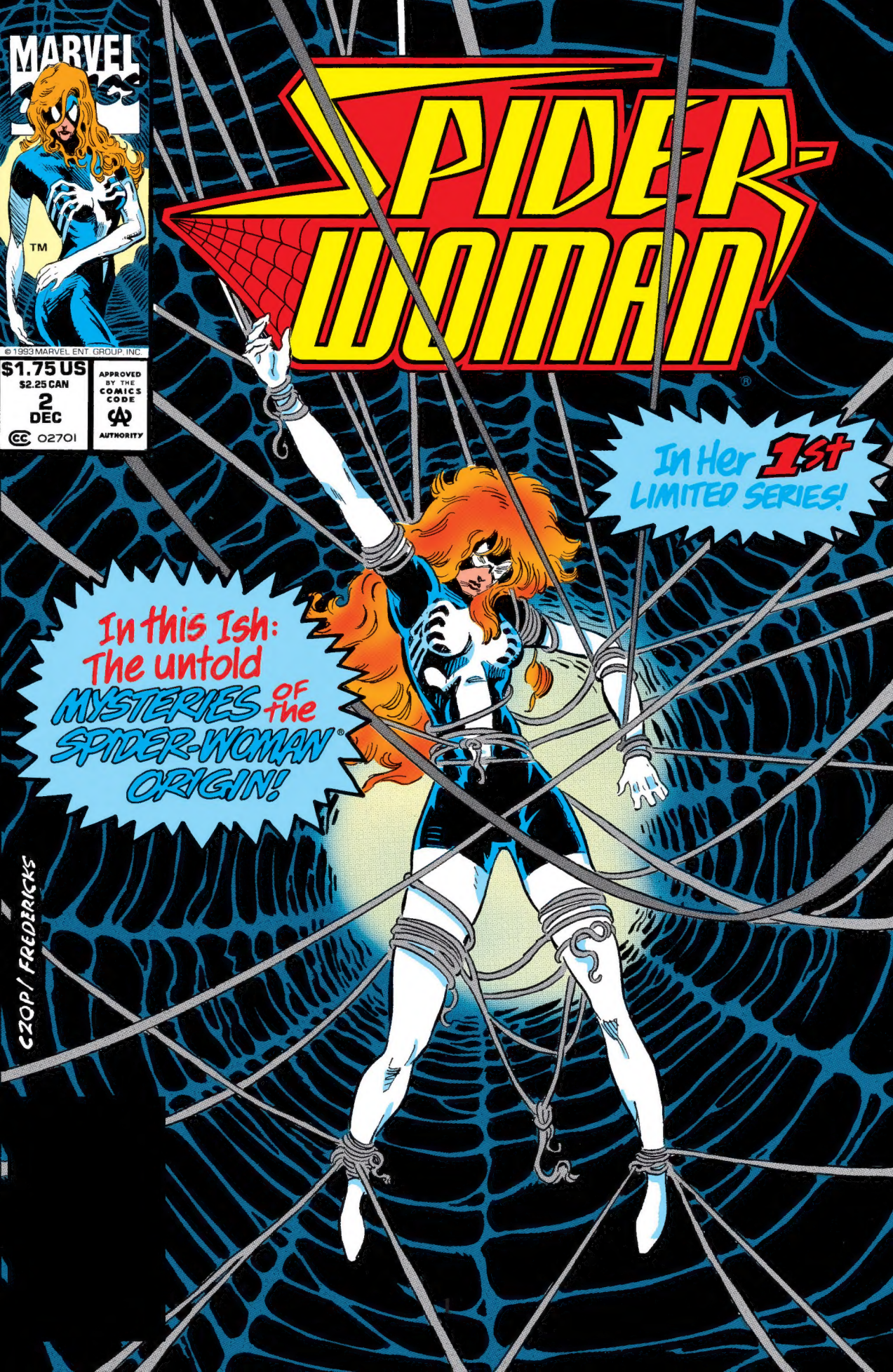
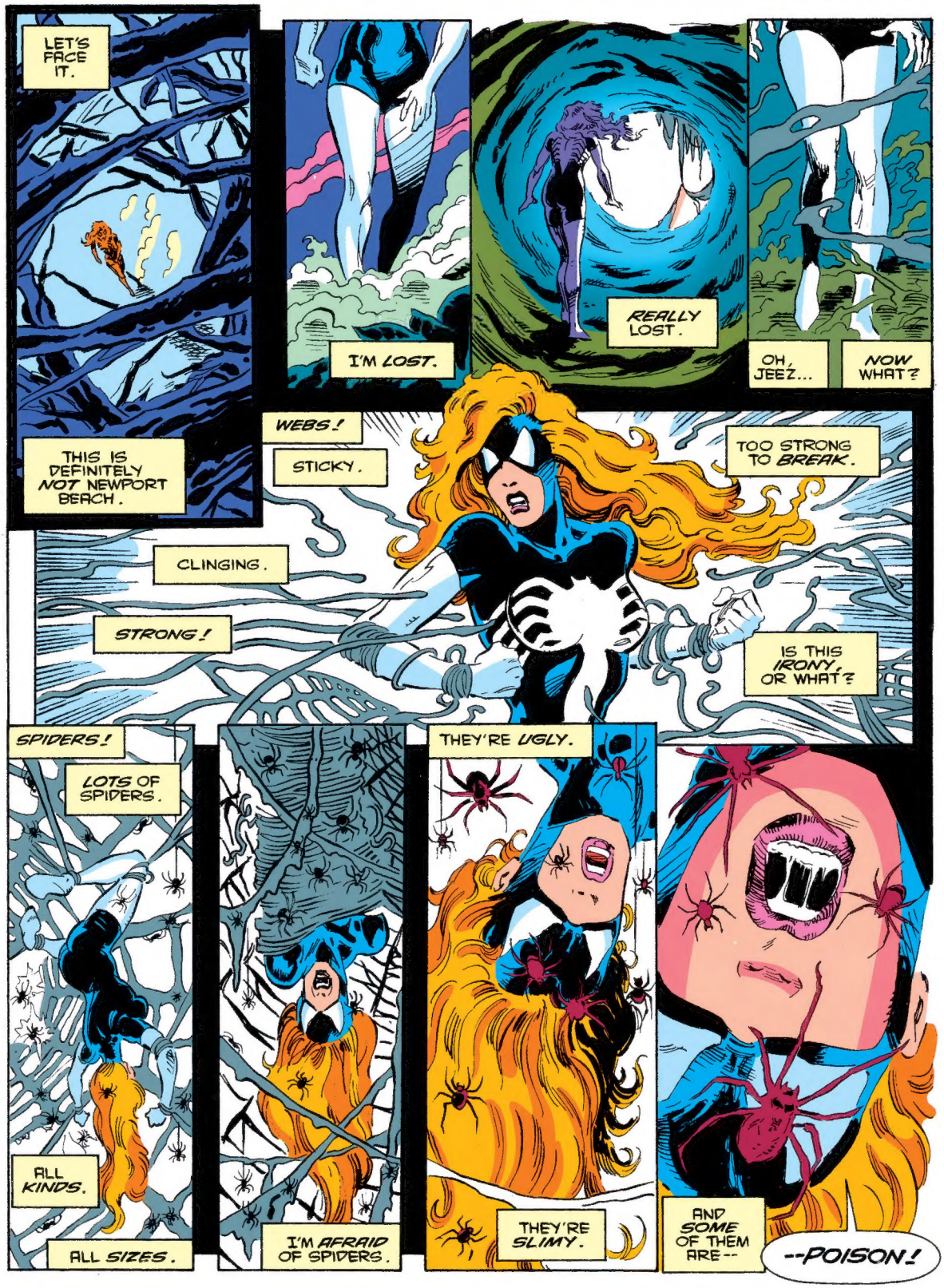
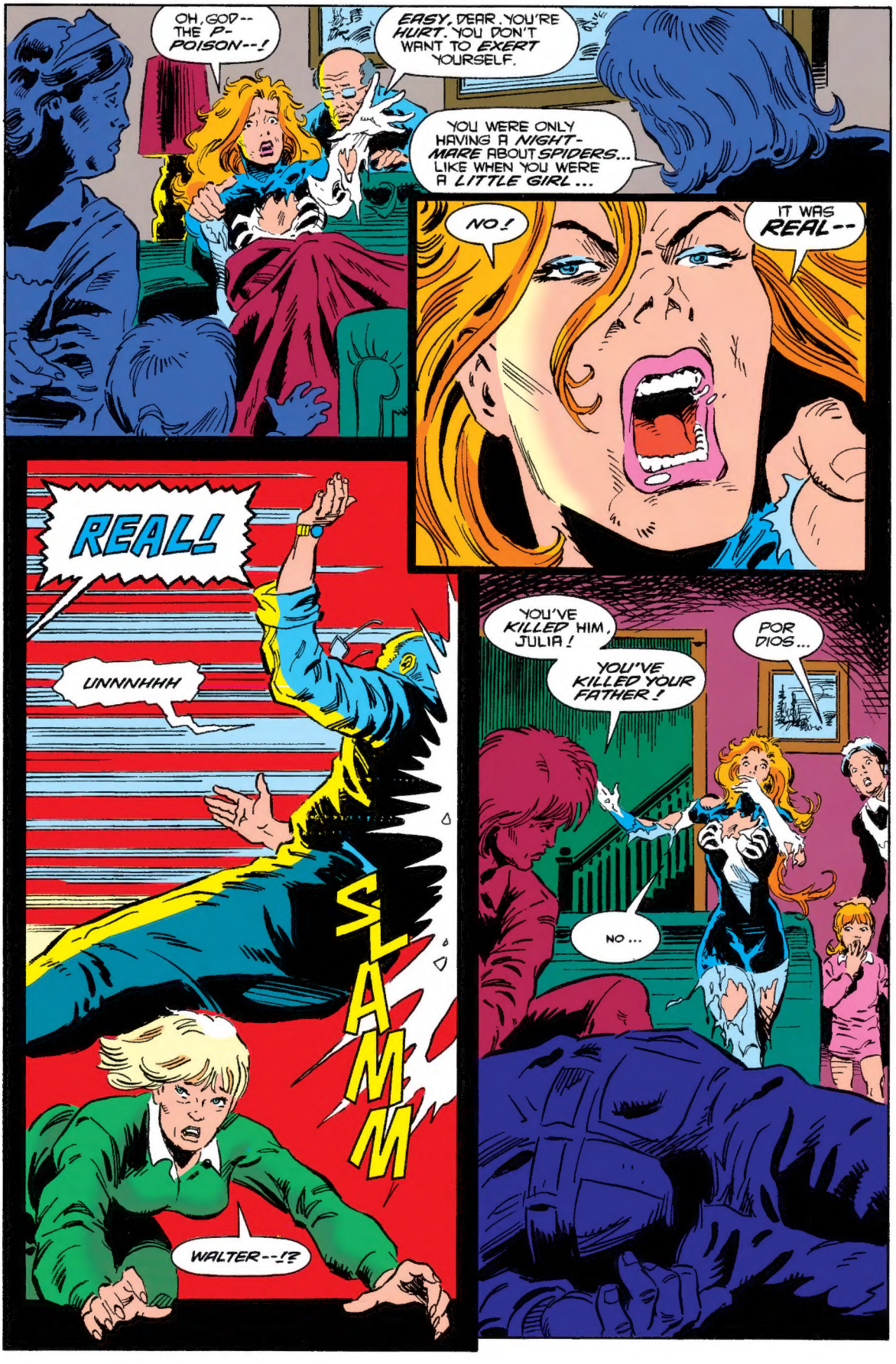

MARVEL
TM
© 1993 MARVEL ENT. GROUP, INC.
$1.75 US
$2.25 CAN
2
DEC
02701
APPROVED BY THE COMICS CODE AUTHORITY
SPIDER-WOMAN
In Her 1st LIMITED SERIES!
In this Ish: The untold MYSTERIES OF the SPIDER-WOMAN® ORIGIN!
CZOP / FREDERICKS

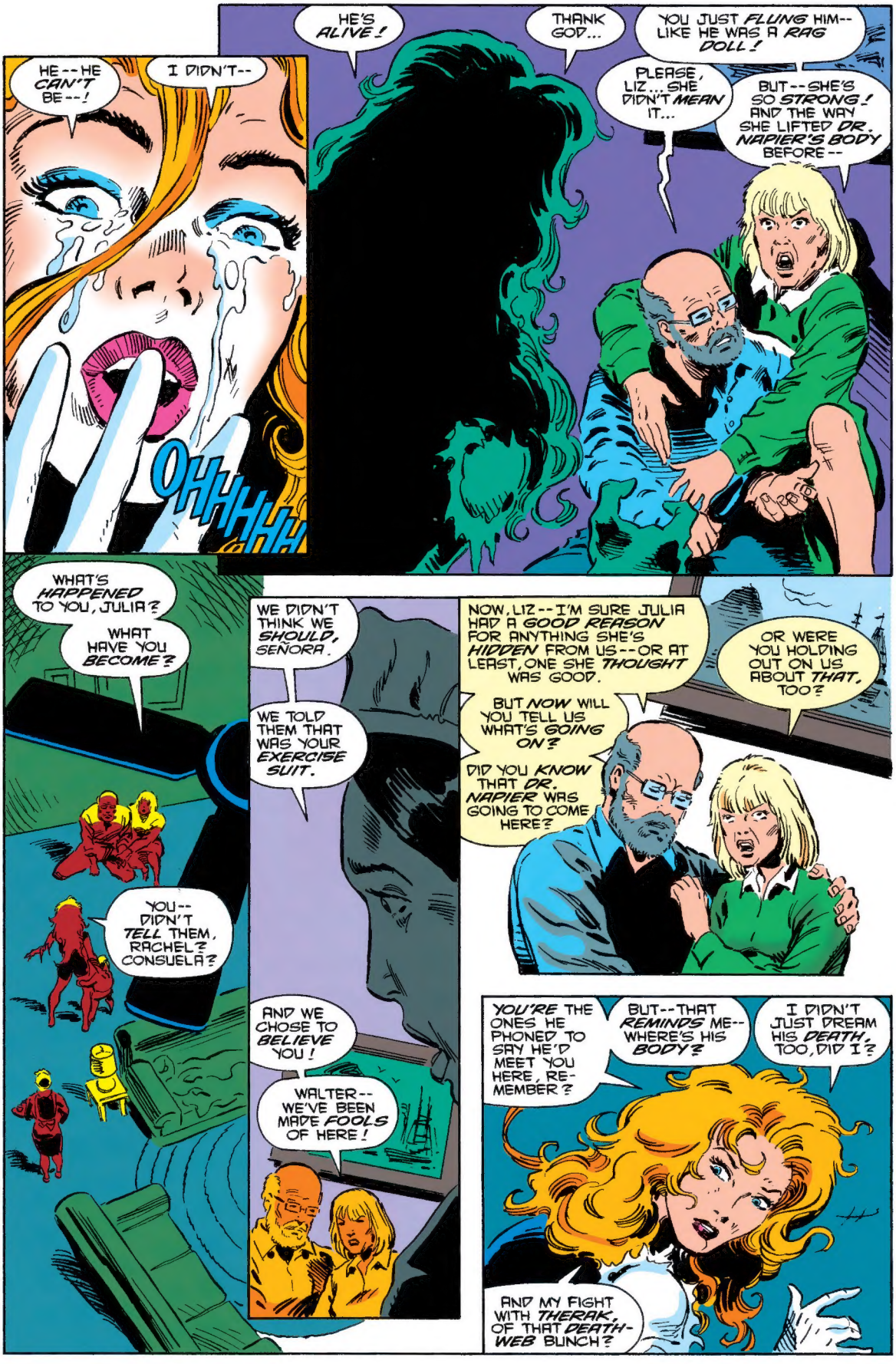
IN THE LABORATORIES OF THE MYSTERIOUS COMMISSION, JULIA CARPENTER WAS GIVEN THE POWERS OF A HUMAN ARACHNID. MOVING FROM COLORADO, TO THE TURBULENCE OF SOUTHERN CALIFORNIA, SHE HAS SPLIT WITH THE COMMISSION — AND BECOME ONE OF THE MOST POWERFUL OF THE AVENGERS. . .

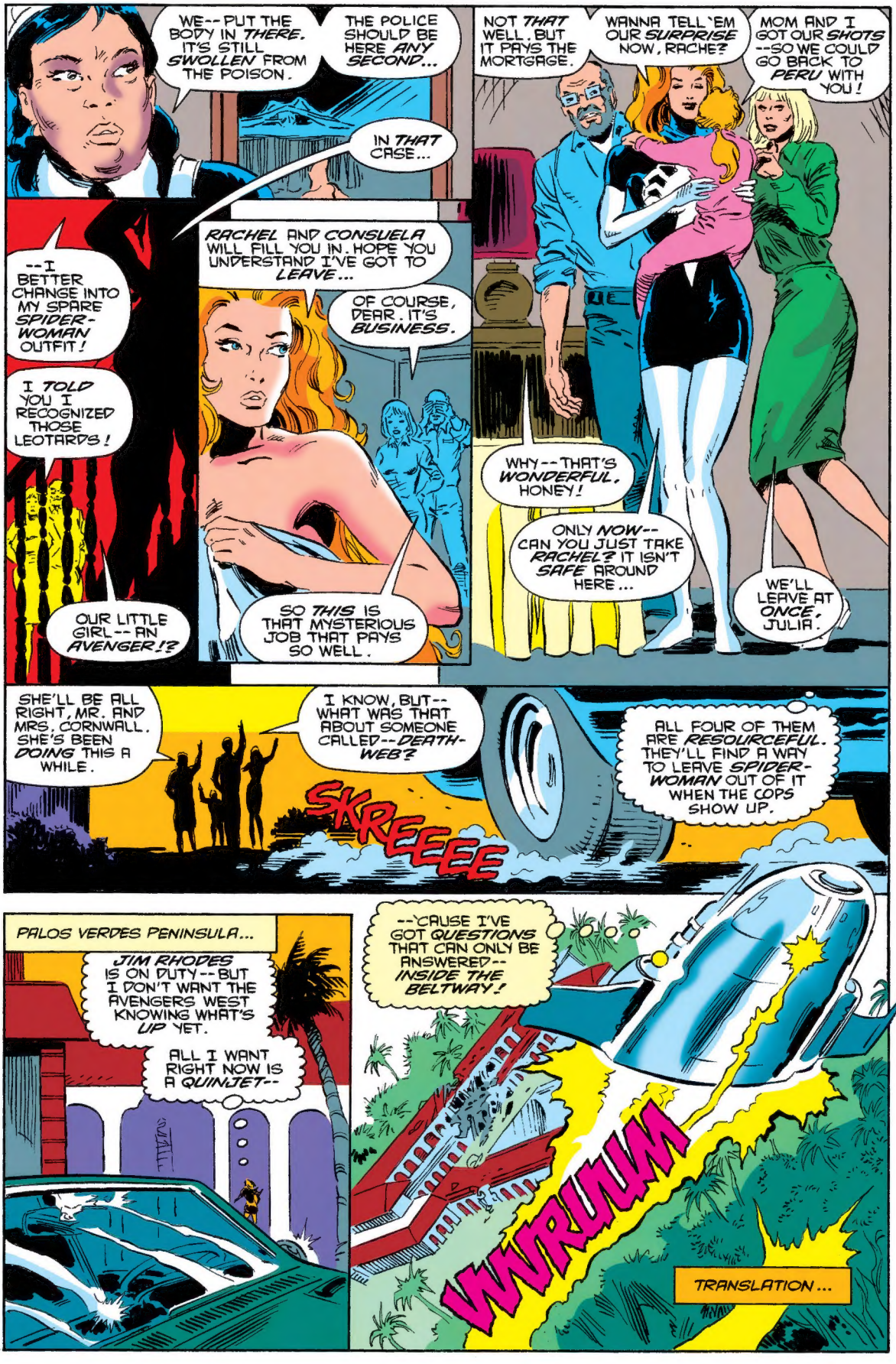
STAN LEE PRESENTS: SPIDER-WOMAN

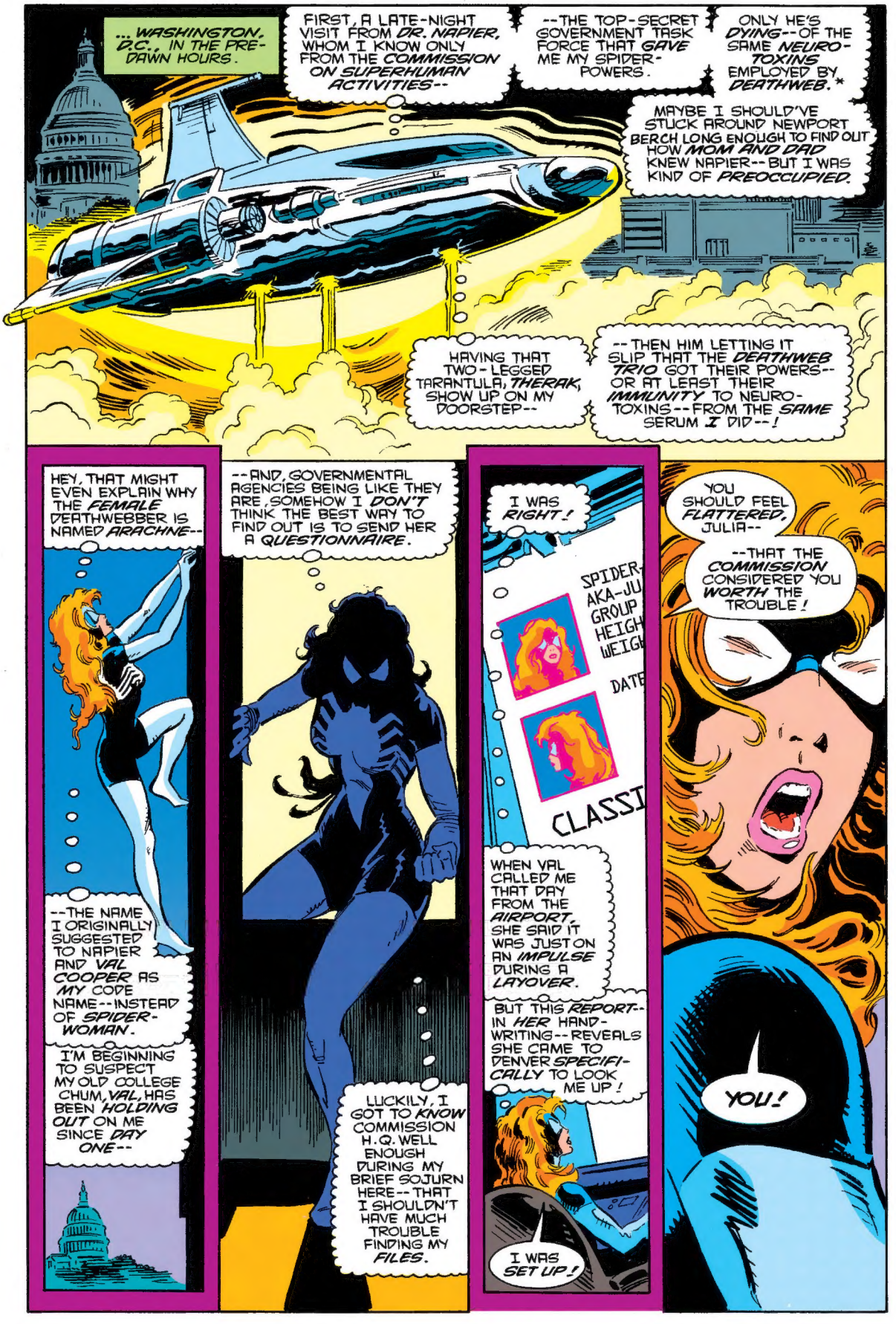


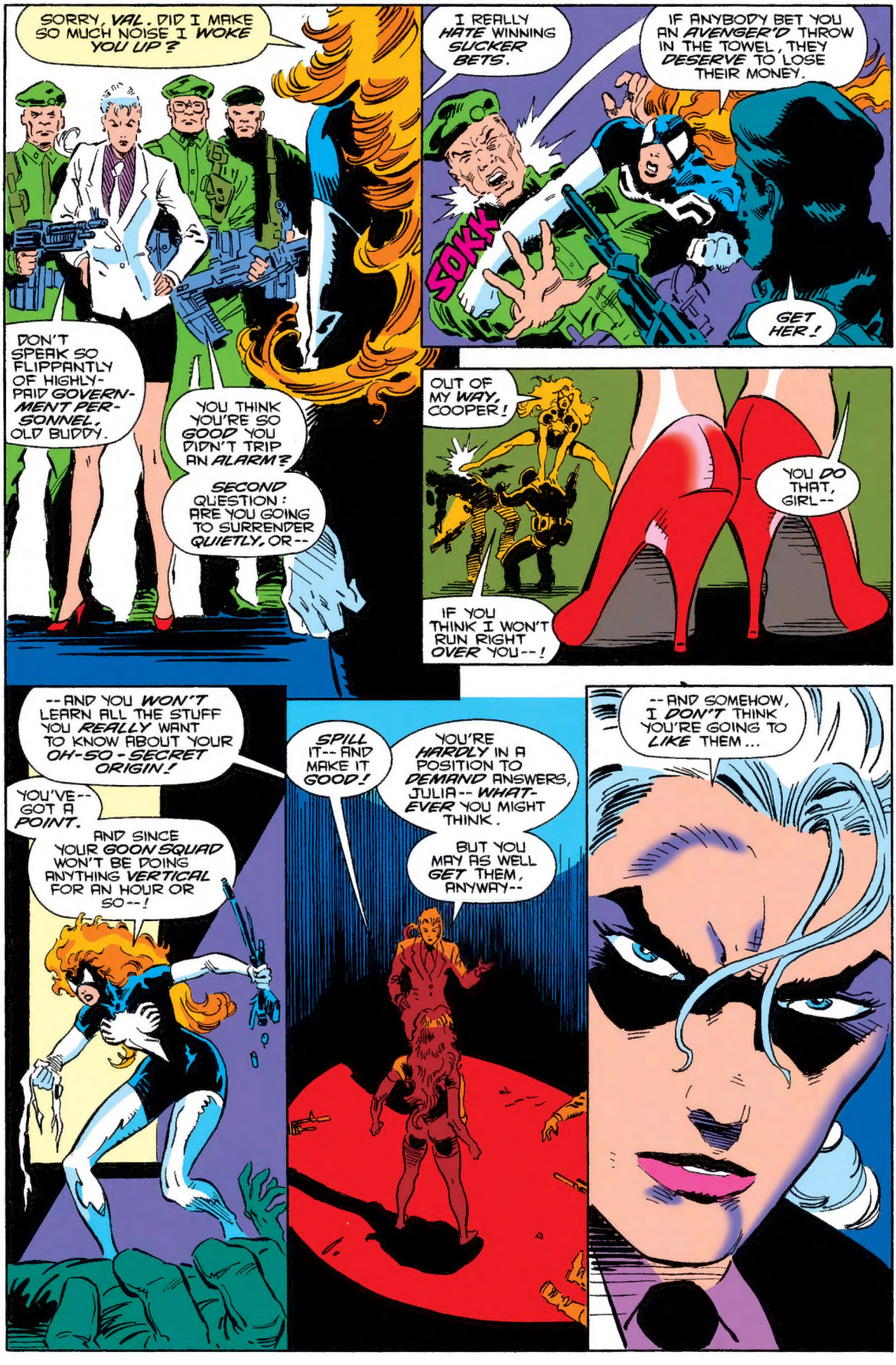
© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

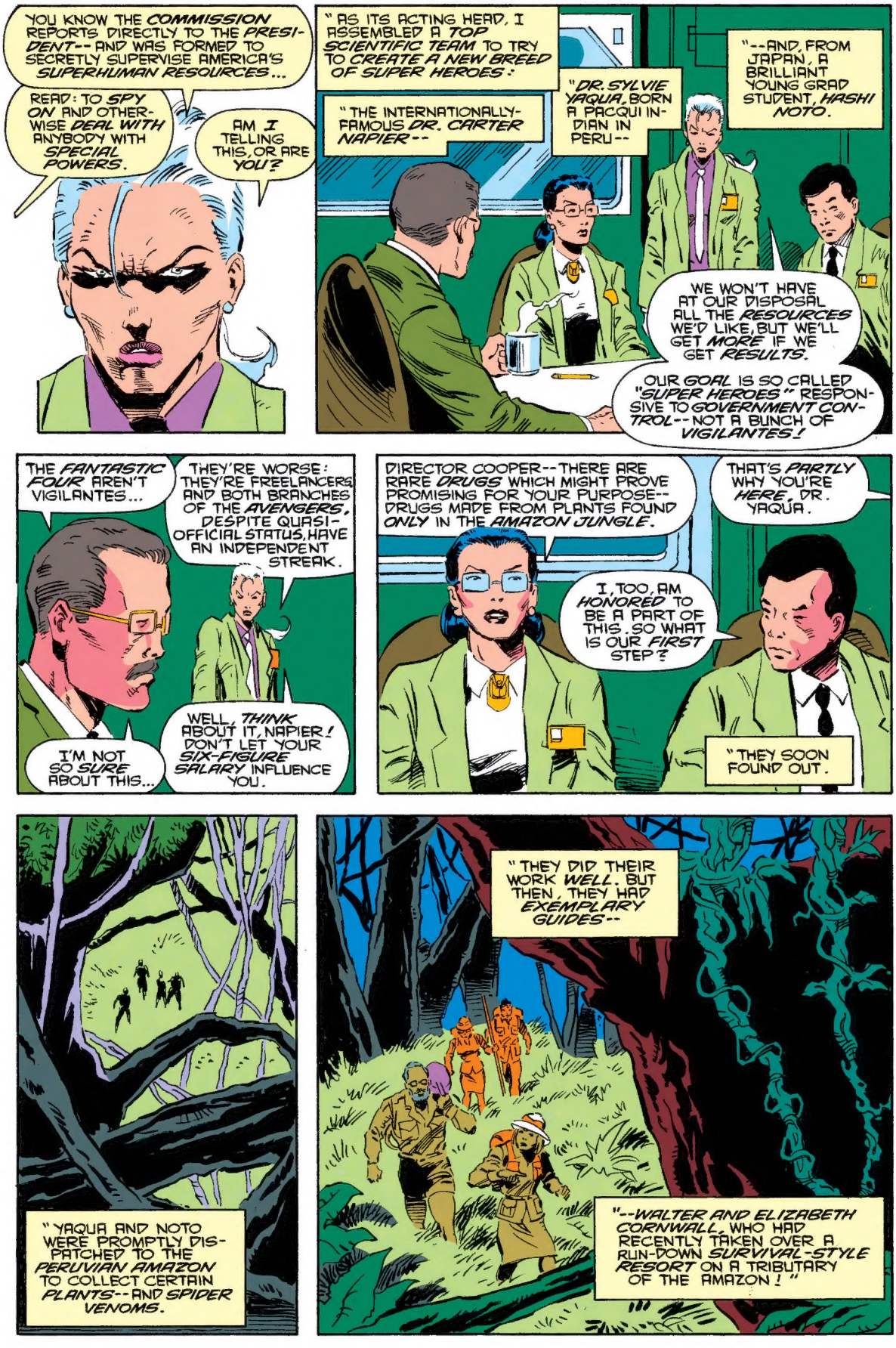

OH, GOD-- THE P- POISON--!
EASY, DEAR. YOU'RE HURT. YOU DON'T WANT TO EXERT YOURSELF.
YOU WERE ONLY HAVING A NIGHT-MARE ABOUT SPIDERS... LIKE WHEN YOU WERE A LITTLE GIRL...
NO!
IT WAS REAL--
REAL!
UNNNHHH
SLAMM
WALTER--!?
YOU'VE KILLED HIM, JULIA!
YOU'VE KILLED YOUR FATHER!
POR DIOS...
NO...

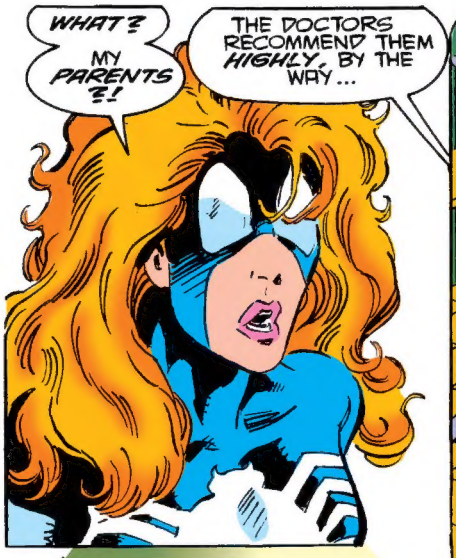

HE'S ALIVE!
THANK GOD...
YOU JUST FLUNG HIM-- LIKE HE WAS A RAG DOLL!
PLEASE, LIZ... SHE DIDN'T MEAN IT...
BUT--SHE'S SO STRONG! AND THE WAY SHE LIFTED DR. NAPIER'S BODY BEFORE--
HE--HE CAN'T BE--!
I DIDN'T--
OHHHHH
WHAT'S HAPPENED TO YOU, JULIA?
WHAT HAVE YOU BECOME?
YOU--DIDN'T TELL THEM, RACHEL? CONSUELA?
WE DIDN'T THINK WE SHOULD, SEÑORA.
WE TOLD THEM THAT WAS YOUR EXERCISE SUIT.
AND WE CHOSE TO BELIEVE YOU!
WALTER--WE'VE BEEN MADE FOOLS OF HERE!
NOW, LIZ--I'M SURE JULIA HAD A GOOD REASON FOR ANYTHING SHE'S HIDDEN FROM US--OR AT LEAST, ONE SHE THOUGHT WAS GOOD.
BUT NOW WILL YOU TELL US WHAT'S GOING ON?
DID YOU KNOW THAT DR. NAPIER WAS GOING TO COME HERE?
OR WERE YOU HOLDING OUT ON US ABOUT THAT, TOO?
YOU'RE THE ONES HE PHONED TO SAY HE'D MEET YOU HERE, REMEMBER?
BUT--THAT REMINDS ME--WHERE'S HIS BODY?
I DIDN'T JUST DREAM HIS DEATH, TOO, DID I?
AND MY FIGHT WITH THERAK, OF THAT DEATH-WEB BUNCH?

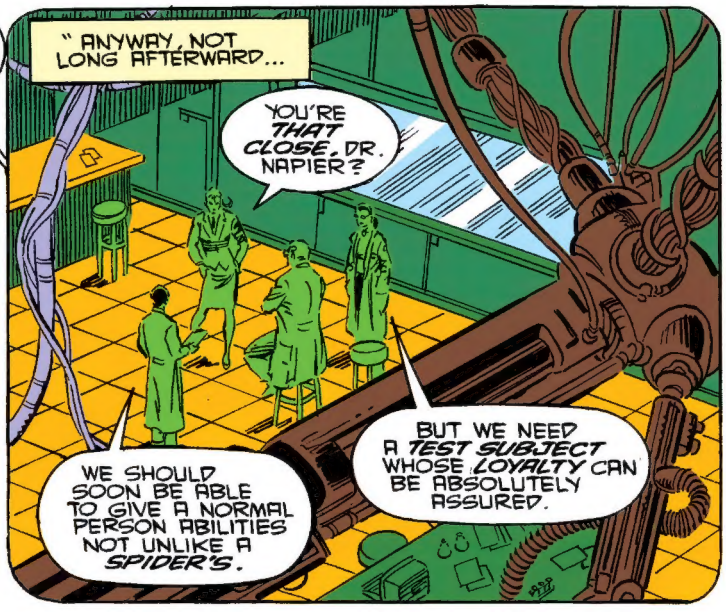

WE--PUT THE BODY IN THERE. IT'S STILL SWOLLEN FROM THE POISON.
THE POLICE SHOULD BE HERE ANY SECOND...
IN THAT CASE...
--I BETTER CHANGE INTO MY SPARE SPIDER-WOMAN OUTFIT!
I TOLD YOU I RECOGNIZED THOSE LEOTARDS!
OUR LITTLE GIRL--AN AVENGER!?
RACHEL AND CONSUELA WILL FILL YOU IN. HOPE YOU UNDERSTAND I'VE GOT TO LEAVE...
OF COURSE, DEAR. IT'S BUSINESS.
SO THIS IS THAT MYSTERIOUS JOB THAT PAYS SO WELL.
NOT THAT WELL. BUT IT PAYS THE MORTGAGE.
WANNA TELL 'EM OUR SURPRISE NOW, RACHE?
MOM AND I GOT OUR SHOTS --SO WE COULD GO BACK TO PERU WITH YOU!
WHY--THAT'S WONDERFUL, HONEY!
ONLY NOW--CAN YOU JUST TAKE RACHEL? IT ISN'T SAFE AROUND HERE...
WE'LL LEAVE AT ONCE, JULIA.
SHE'LL BE ALL RIGHT, MR. AND MRS. CORNWALL. SHE'S BEEN DOING THIS A WHILE.
I KNOW, BUT--WHAT WAS THAT ABOUT SOMEONE CALLED--DEATH-WEB?
SKREEEEE
ALL FOUR OF THEM ARE RESOURCEFUL. THEY'LL FIND A WAY TO LEAVE SPIDER-WOMAN OUT OF IT WHEN THE COPS SHOW UP.
PALOS VERDES PENINSULA...
JIM RHODES IS ON DUTY--BUT I DON'T WANT THE AVENGERS WEST KNOWING WHAT'S UP YET.
ALL I WANT RIGHT NOW IS A QUINJET--
--'CAUSE I'VE GOT QUESTIONS THAT CAN ONLY BE ANSWERED--INSIDE THE BELTWAY!
WHURUUM
TRANSLATION...


... WASHINGTON, D.C., IN THE PRE-DAWN HOURS.
FIRST, A LATE-NIGHT VISIT FROM DR. NAPIER, WHOM I KNOW ONLY FROM THE COMMISSION ON SUPERHUMAN ACTIVITIES--
--THE TOP-SECRET GOVERNMENT TASK FORCE THAT GAVE ME MY SPIDER-POWERS.
ONLY HE'S DYING--OF THE SAME NEURO-TOXINS EMPLOYED BY DEATHWEB.*
MAYBE I SHOULD'VE STUCK AROUND NEWPORT BERCH LONG ENOUGH TO FIND OUT HOW MOM AND DAD KNEW NAPIER--BUT I WAS KIND OF PREOCCUPIED.
HAVING THAT TWO-LEGGED TARANTULA, THERAK, SHOW UP ON MY DOORSTEP--
--THEN HIM LETTING IT SLIP THAT THE DEATHWEB TRIO GOT THEIR POWERS--OR AT LEAST THEIR IMMUNITY TO NEURO-TOXINS--FROM THE SAME SERUM I DID--!
HEY, THAT MIGHT EVEN EXPLAIN WHY THE FEMALE DEATHWEBBER IS NAMED ARACHNE--
--THE NAME I ORIGINALLY SUGGESTED TO NAPIER AND VAL COOPER AS MY CODE NAME--INSTEAD OF SPIDER-WOMAN.
I'M BEGINNING TO SUSPECT MY OLD COLLEGE CHUM, VAL, HAS BEEN HOLDING OUT ON ME SINCE DAY ONE--
--AND, GOVERNMENTAL AGENCIES BEING LIKE THEY ARE, SOMEHOW I DON'T THINK THE BEST WAY TO FIND OUT IS TO SEND HER A QUESTIONNAIRE.
LUCKILY, I GOT TO KNOW COMMISSION H.Q. WELL ENOUGH DURING MY BRIEF SOJURN HERE--THAT I SHOULDN'T HAVE MUCH TROUBLE FINDING MY FILES.
I WAS RIGHT!
SPIDER-
AKA-JU
GROUP
HEIGH
WEIGH
DATE
CLASSI
WHEN VAL CALLED ME THAT DAY FROM THE AIRPORT, SHE SAID IT WAS JUST ON AN IMPULSE DURING A LAYOVER.
BUT THIS REPORT--IN HER HAND-WRITING--REVEALS SHE CAME TO DENVER SPECIFI-CALLY TO LOOK ME UP!
I WAS SET UP!
YOU SHOULD FEEL FLATTERED, JULIA--
--THAT THE COMMISSION CONSIDERED YOU WORTH THE TROUBLE!
YOU!

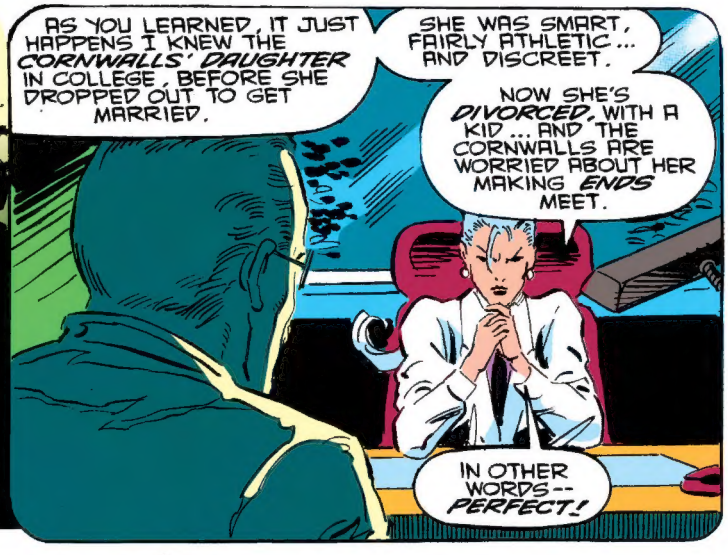

SORRY, VAL. DID I MAKE SO MUCH NOISE I WOKE YOU UP?
DON'T SPEAK SO FLIPPANTLY OF HIGHLY-PAID GOVERNMENT PERSONNEL, OLD BUDDY.
YOU THINK YOU'RE SO GOOD YOU DIDN'T TRIP AN ALARM?
SECOND QUESTION: ARE YOU GOING TO SURRENDER QUIETLY, OR--
I REALLY HATE WINNING SUCKER BETS.
IF ANYBODY BET YOU AN AVENGER'D THROW IN THE TOWEL, THEY DESERVE TO LOSE THEIR MONEY.
SOKK
GET HER!
OUT OF MY WAY, COOPER!
YOU DO THAT, GIRL--
IF YOU THINK I WON'T RUN RIGHT OVER YOU--!
--AND YOU WON'T LEARN ALL THE STUFF YOU REALLY WANT TO KNOW ABOUT YOUR OH-SO-SECRET ORIGIN!
YOU'VE--GOT A POINT.
AND SINCE YOUR GOON SQUAD WON'T BE DOING ANYTHING VERTICAL FOR AN HOUR OR SO--!
SPILL IT--AND MAKE IT GOOD!
YOU'RE HARDLY IN A POSITION TO DEMAND ANSWERS, JULIA--WHATEVER YOU MIGHT THINK.
BUT YOU MAY AS WELL GET THEM, ANYWAY--
--AND SOMEHOW, I DON'T THINK YOU'RE GOING TO LIKE THEM...

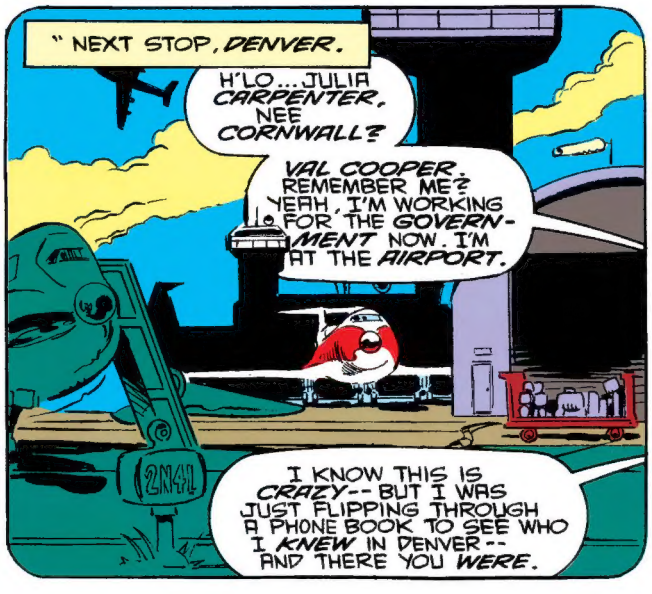

YOU KNOW THE COMMISSION REPORTS DIRECTLY TO THE PRESIDENT-- AND WAS FORMED TO SECRETLY SUPERVISE AMERICA'S SUPERHUMAN RESOURCES...
READ: TO SPY ON AND OTHERWISE DEAL WITH ANYBODY WITH SPECIAL POWERS.
AM I TELLING THIS, OR ARE YOU?
"AS ITS ACTING HEAD, I ASSEMBLED A TOP SCIENTIFIC TEAM TO TRY TO CREATE A NEW BREED OF SUPER HEROES:
"THE INTERNATIONALLY-FAMOUS DR. CARTER NAPIER--
"DR. SYLVIE YAQUA, BORN A PACQUI INDIAN IN PERU--
"--AND, FROM JAPAN, A BRILLIANT YOUNG GRAD STUDENT, HASHI NOTO.
WE WON'T HAVE AT OUR DISPOSAL ALL THE RESOURCES WE'D LIKE, BUT WE'LL GET MORE IF WE GET RESULTS.
OUR GOAL IS SO CALLED "SUPER HEROES" RESPONSIVE TO GOVERNMENT CONTROL--NOT A BUNCH OF VIGILANTES!
THE FANTASTIC FOUR AREN'T VIGILANTES...
THEY'RE WORSE: THEY'RE FREELANCERS, AND BOTH BRANCHES OF THE AVENGERS, DESPITE QUASI-OFFICIAL STATUS, HAVE AN INDEPENDENT STREAK.
I'M NOT SO SURE ABOUT THIS...
WELL, THINK ABOUT IT, NAPIER! DON'T LET YOUR SIX-FIGURE SALARY INFLUENCE YOU.
DIRECTOR COOPER--THERE ARE RARE DRUGS WHICH MIGHT PROVE PROMISING FOR YOUR PURPOSE--DRUGS MADE FROM PLANTS FOUND ONLY IN THE AMAZON JUNGLE.
THAT'S PARTLY WHY YOU'RE HERE, DR. YAQUA.
I, TOO, AM HONORED TO BE A PART OF THIS. SO WHAT IS OUR FIRST STEP?
"THEY SOON FOUND OUT.
"YAQUA AND NOTO WERE PROMPTLY DISPATCHED TO THE PERUVIAN AMAZON TO COLLECT CERTAIN PLANTS--AND SPIDER VENOMS.
"THEY DID THEIR WORK WELL. BUT THEN, THEY HAD EXEMPLARY GUIDES--
"--WALTER AND ELIZABETH CORNWALL, WHO HAD RECENTLY TAKEN OVER A RUN-DOWN SURVIVAL-STYLE RESORT ON A TRIBUTARY OF THE AMAZON!"

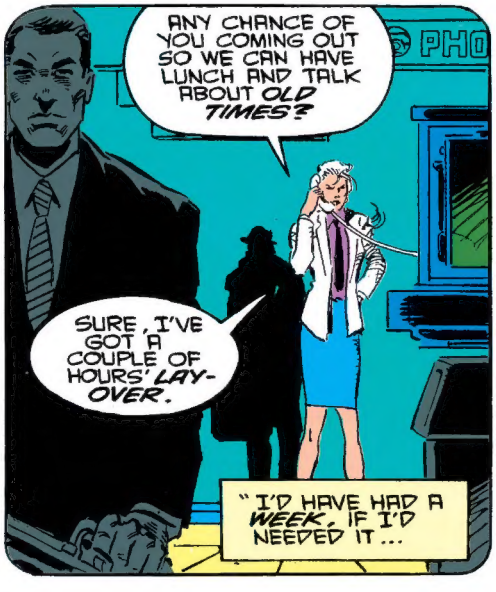

WHAT? MY PARENTS?!
THE DOCTORS RECOMMEND THEM HIGHLY, BY THE WAY...


" ANYWAY, NOT LONG AFTERWARD...
YOU'RE THAT CLOSE, DR. NAPIER?
WE SHOULD SOON BE ABLE TO GIVE A NORMAL PERSON ABILITIES NOT UNLIKE A SPIDER'S.
BUT WE NEED A TEST SUBJECT WHOSE LOYALTY CAN BE ABSOLUTELY ASSURED.

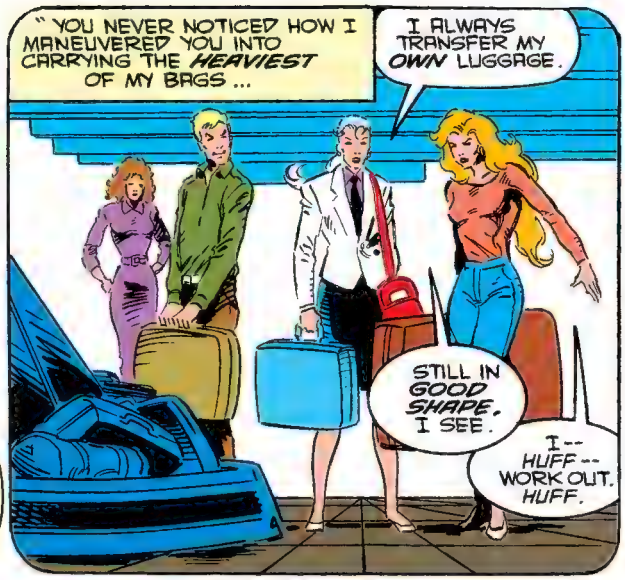
ACTUALLY, I HAVE SOMEONE IN MIND, DR. YAQUA.


AS YOU LEARNED, IT JUST HAPPENS I KNEW THE CORNWALLS' DAUGHTER IN COLLEGE, BEFORE SHE DROPPED OUT TO GET MARRIED.
SHE WAS SMART, FAIRLY ATHLETIC... AND DISCREET.
NOW SHE'S DIVORCED, WITH A KID... AND THE CORNWALLS ARE WORRIED ABOUT HER MAKING ENDS MEET.
IN OTHER WORDS-- PERFECT!


" NEXT STOP, DENVER.
H'LO... JULIA CARPENTER, NEE CORNWALL?
VAL COOPER. REMEMBER ME? YEAH, I'M WORKING FOR THE GOVERNMENT NOW. I'M AT THE AIRPORT.
I KNOW THIS IS CRAZY-- BUT I WAS JUST FLIPPING THROUGH A PHONE BOOK TO SEE WHO I KNEW IN DENVER-- AND THERE YOU WERE.

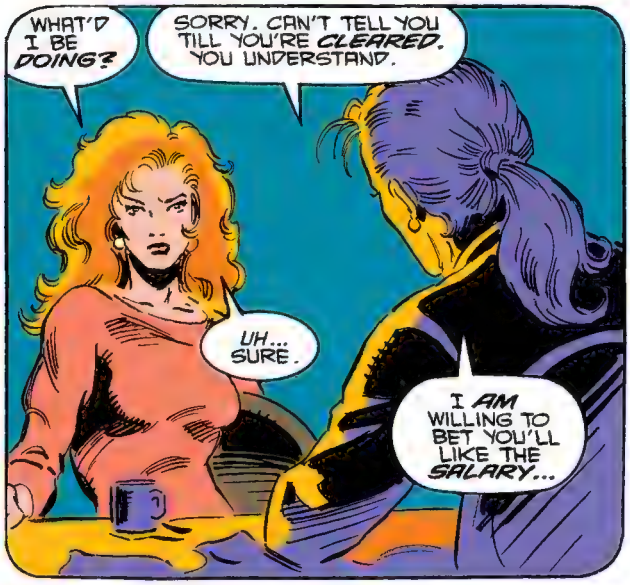

ANY CHANCE OF YOU COMING OUT SO WE CAN HAVE LUNCH AND TALK ABOUT OLD TIMES?
SURE, I'VE GOT A COUPLE OF HOURS' LAY-OVER.
" I'D HAVE HAD A WEEK, IF I'D NEEDED IT...

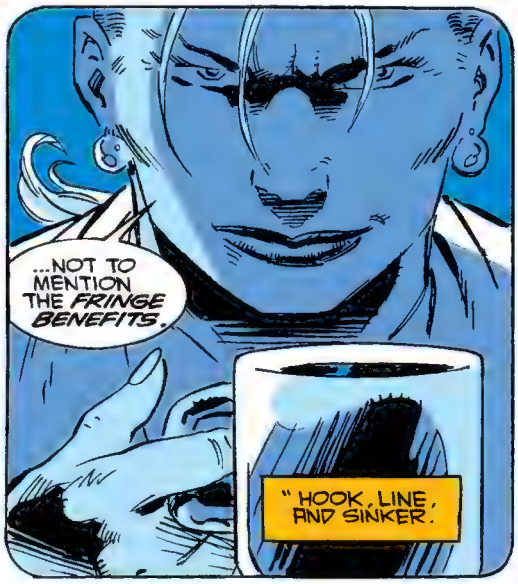
MY APPROACH SURE AS BLAZES BEAT GOING THROUGH CHANNELS.
MY SUPERIORS WANTED RESULTS-- AND THEY DIDN'T MUCH CARE HOW I GOT THEM.

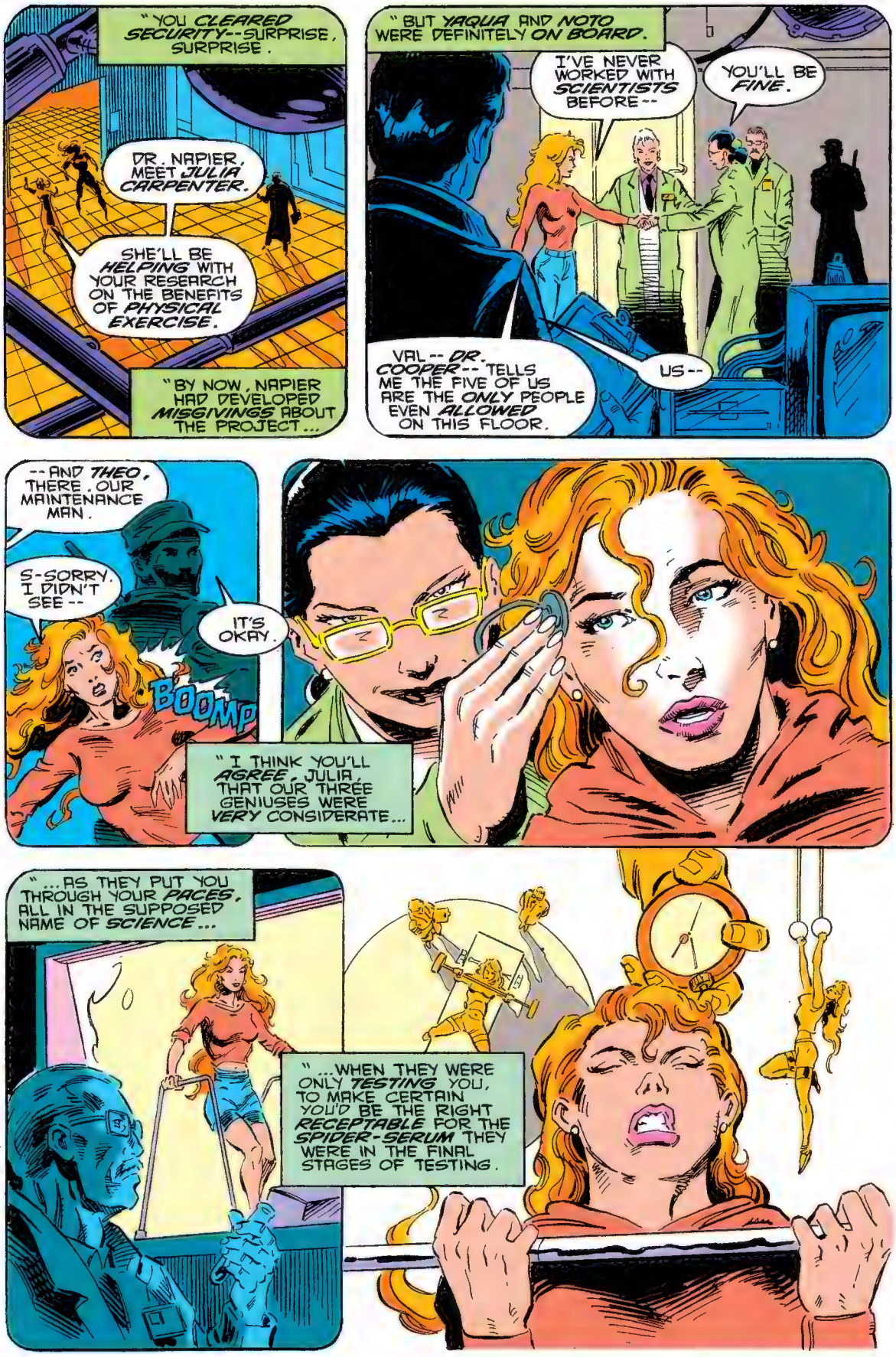

"YOU NEVER NOTICED HOW I MANEUVERED YOU INTO CARRYING THE HEAVIEST OF MY BAGS...
I ALWAYS TRANSFER MY OWN LUGGAGE.
STILL IN GOOD SHAPE, I SEE.
I-- HUFF-- WORK OUT. HUFF.

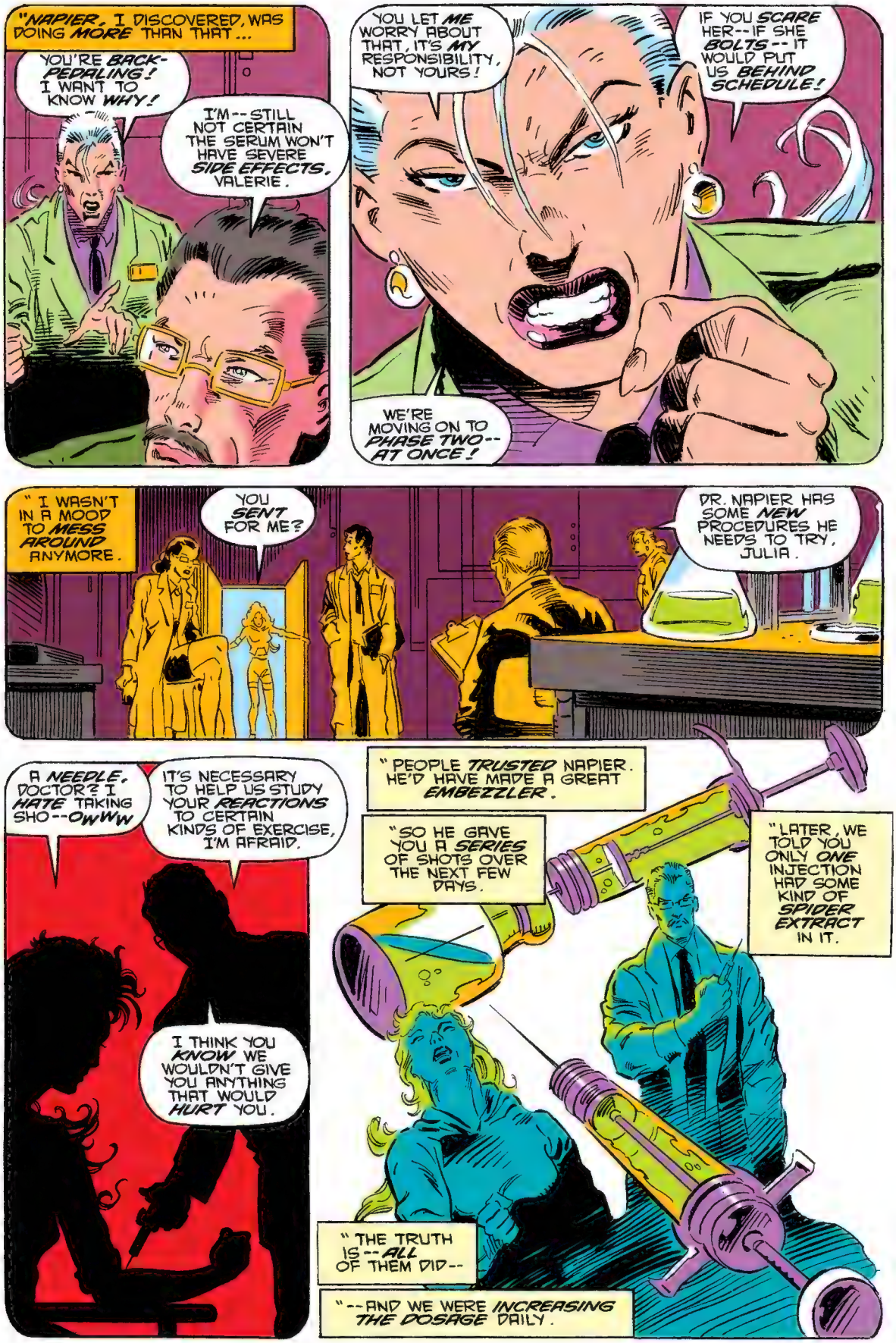
...YEAH, IT'S ROUGH BRINGING UP RACHEL ON WHAT LARRY DOLES OUT TO ME.
"TRICKLE-DOWN CHILD SUPPORT," I CALL IT.
BUT YOU DIDN'T CALL ME UP TO TALK ABOUT MY PROBLEMS.
"THE TRUTH IS... I HAD.

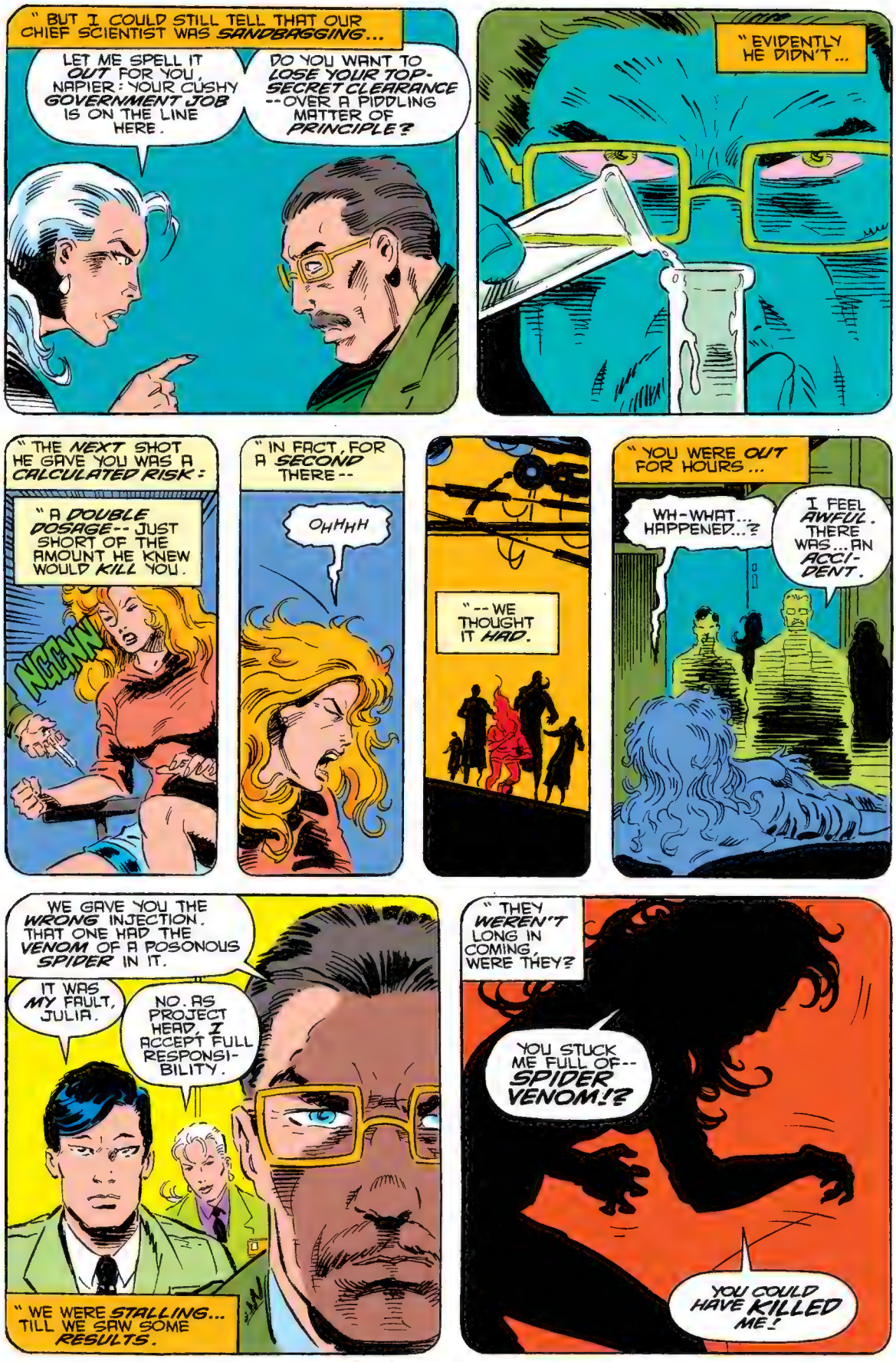
Y'KNOW, JULIA, THERE JUST MIGHT BE A JOB FOR YOU IN MY DEPARTMENT-- IF YOU COULD COME TO WASHINGTON FOR A LITTLE WHILE.
THINK YOUR EX-HUBBIE'D GIVE YOU ANY STATIC ABOUT BRINGING RACHEL EAST?
LARRY? IT'D JUST GIVE HIM MORE WEEKENDS FOR GIRLS AND GOLF.

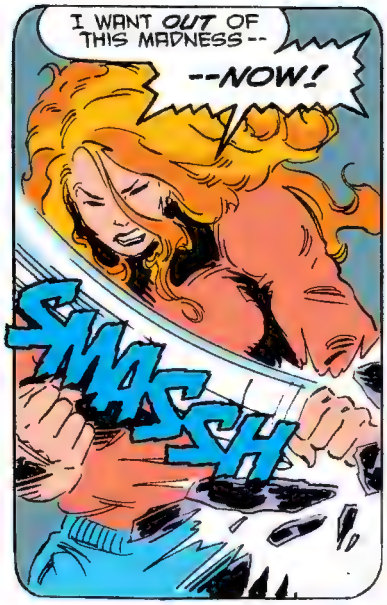

WHAT'D I BE DOING?
SORRY. CAN'T TELL YOU TILL YOU'RE CLEARED. YOU UNDERSTAND.
UH... SURE.
I AM WILLING TO BET YOU'LL LIKE THE SALARY...


...NOT TO MENTION THE FRINGE BENEFITS.
"HOOK, LINE, AND SINKER.

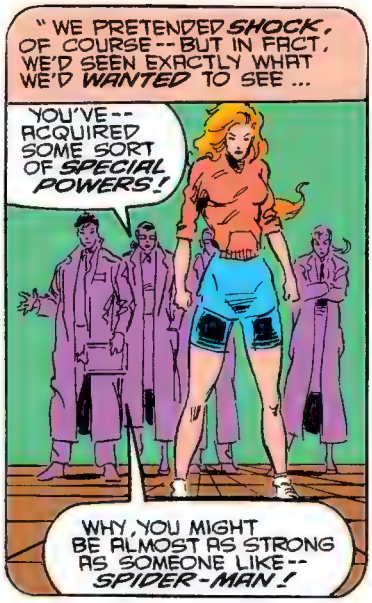

"YOU CLEARED SECURITY--SURPRISE, SURPRISE.
DR. NAPIER, MEET JULIA CARPENTER.
SHE'LL BE HELPING WITH YOUR RESEARCH ON THE BENEFITS OF PHYSICAL EXERCISE.
"BY NOW, NAPIER HAD DEVELOPED MISGIVINGS ABOUT THE PROJECT...
"BUT YAQUA AND NOTO WERE DEFINITELY ON BOARD.
I'VE NEVER WORKED WITH SCIENTISTS BEFORE--
YOU'LL BE FINE.
VAL--DR. COOPER--TELLS ME THE FIVE OF US ARE THE ONLY PEOPLE EVEN ALLOWED ON THIS FLOOR.
US--
--AND THEO, THERE. OUR MAINTENANCE MAN.
S-SORRY, I DIDN'T SEE--
IT'S OKAY.
BOOMP
"I THINK YOU'LL AGREE, JULIA, THAT OUR THREE GENIUSES WERE VERY CONSIDERATE...
"...AS THEY PUT YOU THROUGH YOUR PACES, ALL IN THE SUPPOSED NAME OF SCIENCE...
"...WHEN THEY WERE ONLY TESTING YOU, TO MAKE CERTAIN YOU'D BE THE RIGHT RECEPTABLE FOR THE SPIDER-SERUM THEY WERE IN THE FINAL STAGES OF TESTING.


"NAPIER, I DISCOVERED, WAS DOING MORE THAN THAT...
YOU'RE BACK-PEDALING! I WANT TO KNOW WHY!
I'M--STILL NOT CERTAIN THE SERUM WON'T HAVE SEVERE SIDE EFFECTS, VALERIE.
YOU LET ME WORRY ABOUT THAT, IT'S MY RESPONSIBILITY, NOT YOURS!
IF YOU SCARE HER--IF SHE BOLTS--IT WOULD PUT US BEHIND SCHEDULE!
WE'RE MOVING ON TO PHASE TWO--AT ONCE!
" I WASN'T IN A MOOD TO MESS AROUND ANYMORE.
YOU SENT FOR ME?
DR. NAPIER HAS SOME NEW PROCEDURES HE NEEDS TO TRY, JULIA.
A NEEDLE, DOCTOR? I HATE TAKING SHO--OWWW
IT'S NECESSARY TO HELP US STUDY YOUR REACTIONS TO CERTAIN KINDS OF EXERCISE, I'M AFRAID.
I THINK YOU KNOW WE WOULDN'T GIVE YOU ANYTHING THAT WOULD HURT YOU.
" PEOPLE TRUSTED NAPIER. HE'D HAVE MADE A GREAT EMBEZZLER.
"SO HE GAVE YOU A SERIES OF SHOTS OVER THE NEXT FEW DAYS.
"LATER, WE TOLD YOU ONLY ONE INJECTION HAD SOME KIND OF SPIDER EXTRACT IN IT.
" THE TRUTH IS--ALL OF THEM DID--
"--AND WE WERE INCREASING THE DOSAGE DAILY.

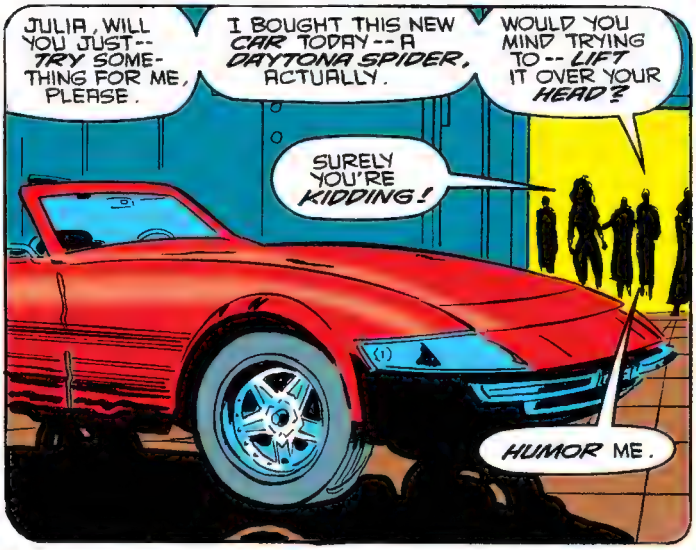

" BUT I COULD STILL TELL THAT OUR CHIEF SCIENTIST WAS SANDBAGGING...
LET ME SPELL IT OUT FOR YOU, NAPIER: YOUR CUSHY GOVERNMENT JOB IS ON THE LINE HERE.
DO YOU WANT TO LOSE YOUR TOP-SECRET CLEARANCE --OVER A PIDDLING MATTER OF PRINCIPLE?
" EVIDENTLY HE DIDN'T...
" THE NEXT SHOT HE GAVE YOU WAS A CALCULATED RISK:
" A DOUBLE DOSAGE-- JUST SHORT OF THE AMOUNT HE KNEW WOULD KILL YOU.
NEENN
" IN FACT, FOR A SECOND THERE--
OHHHH
"--WE THOUGHT IT HAD.
" YOU WERE OUT FOR HOURS...
WH-WHAT... HAPPENED...?
I FEEL AWFUL. THERE WAS... AN ACCI-DENT.
WE GAVE YOU THE WRONG INJECTION. THAT ONE HAD THE VENOM OF A POSONOUS SPIDER IN IT.
IT WAS MY FAULT, JULIA.
NO. AS PROJECT HEAD, I ACCEPT FULL RESPONSI-BILITY.
" WE WERE STALLING... TILL WE SAW SOME RESULTS.
" THEY WEREN'T LONG IN COMING, WERE THEY?
YOU STUCK ME FULL OF-- SPIDER VENOM!?
YOU COULD HAVE KILLED ME!

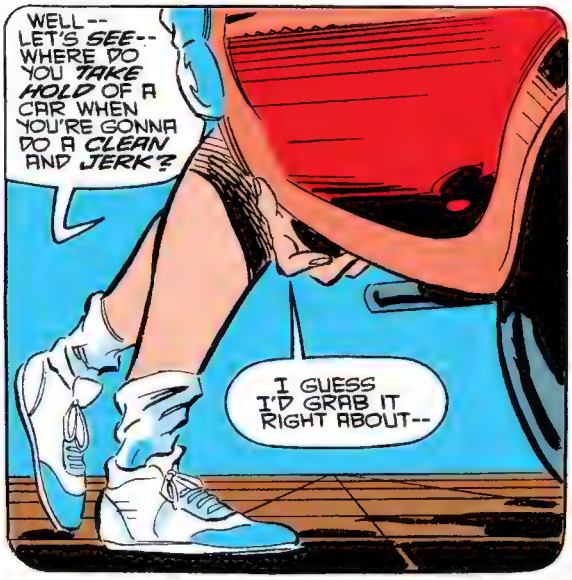

I WANT OUT OF THIS MADNESS--
--NOW!
SMASH

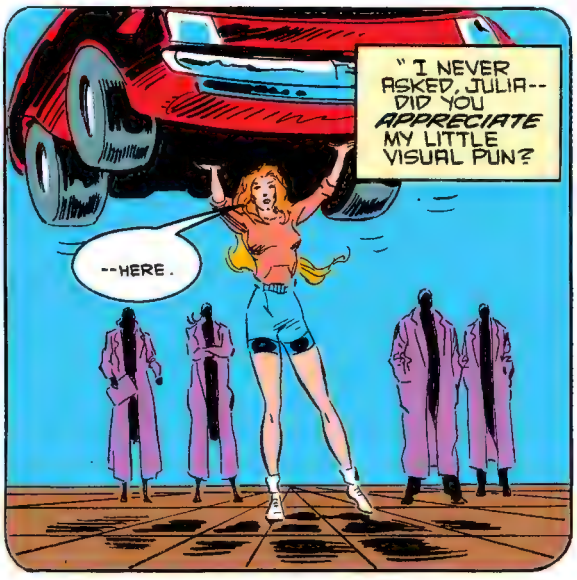
ULP!
DID I DO THAT?

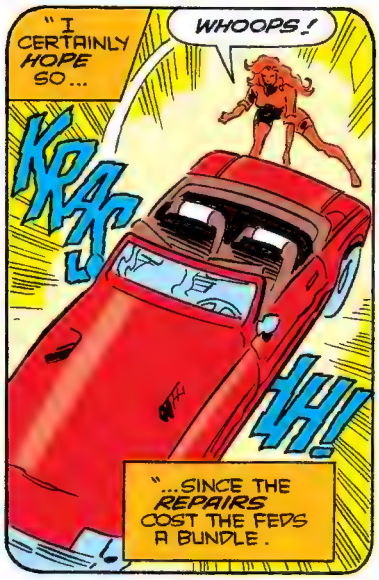

"WE PRETENDED SHOCK, OF COURSE--BUT IN FACT, WE'D SEEN EXACTLY WHAT WE'D WANTED TO SEE...
YOU'VE--ACQUIRED SOME SORT OF SPECIAL POWERS!
WHY, YOU MIGHT BE ALMOST AS STRONG AS SOMEONE LIKE--SPIDER-MAN!

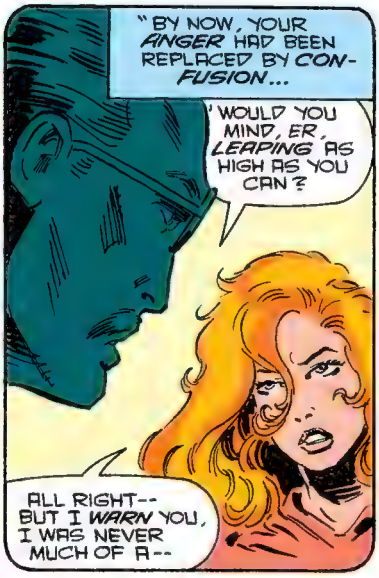
YOU REALLY THINK SO?
"I'VE GOT TO HAND IT TO YOU, JULIA. YOU ALWAYS COULD ROLL WITH THE PUNCHES...

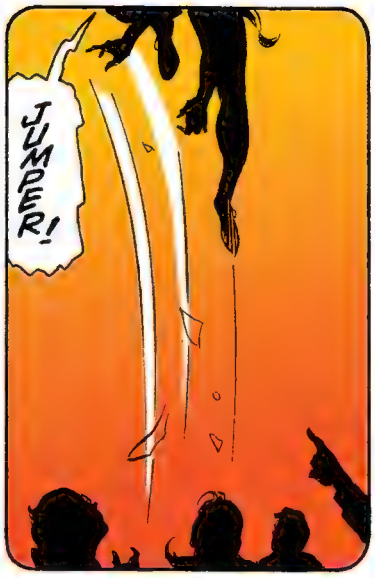

JULIA, WILL YOU JUST--TRY SOMETHING FOR ME, PLEASE.
I BOUGHT THIS NEW CAR TODAY--A DAYTONA SPIDER, ACTUALLY.
WOULD YOU MIND TRYING TO--LIFT IT OVER YOUR HEAD?
SURELY YOU'RE KIDDING!
HUMOR ME.


WELL--LET'S SEE--WHERE DO YOU TAKE HOLD OF A CAR WHEN YOU'RE GONNA DO A CLEAN AND JERK?
I GUESS I'D GRAB IT RIGHT ABOUT--


"I NEVER ASKED, JULIA--DID YOU APPRECIATE MY LITTLE VISUAL PUN?
--HERE.


"I CERTAINLY HOPE SO...
WHOOPS!
KRAC
UH!
"...SINCE THE REPAIRS COST THE FEDS A BUNDLE.

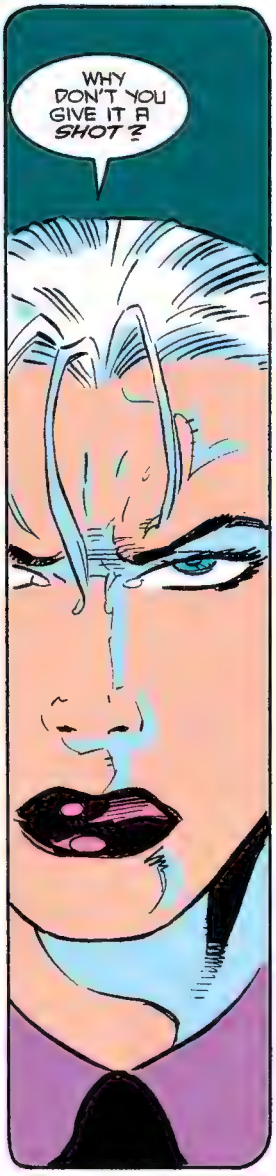

"BY NOW, YOUR ANGER HAD BEEN REPLACED BY CONFUSION...
WOULD YOU MIND, ER, LEAPING AS HIGH AS YOU CAN?
ALL RIGHT--BUT I WARN YOU, I WAS NEVER MUCH OF A--


JUMPER!

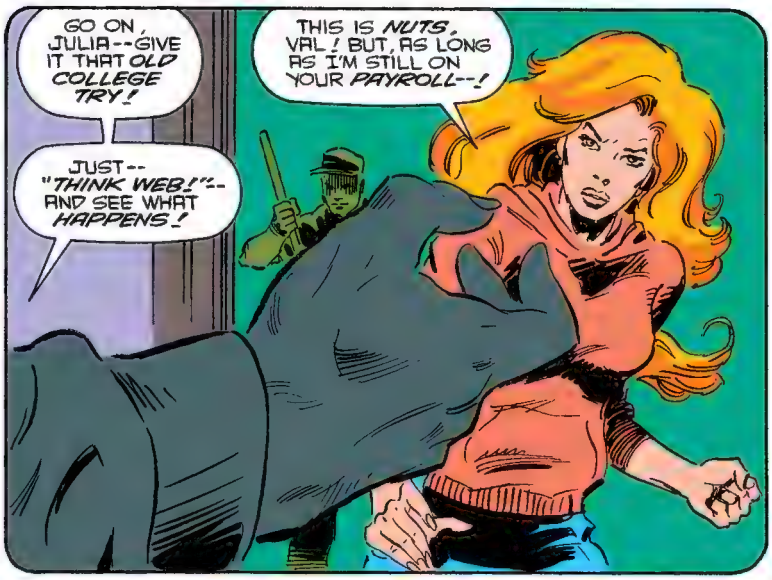
OKAY, SO I'VE IMPROVED.
NOW WILL YOU TELL ME HOW TO GET DOWN?
I'M STUCK TO THE CEILING UP HERE!
NO MORE THAN A SPIDER STICKS TO A WALL.
IF YOU CONCENTRATE, YOU CAN MOVE YOUR LIMBS ONE AT A TIME--AND CRAWL BACK DOWN.

WHY--I CAN!
HOW DID YOU KNOW?

IT WAS--JUST A GUESS ON HASHI'S PART.
THAT LUCKY ACCIDENT SEEMS TO HAVE GIVEN YOU BOTH THE PROPORTIONATE STRENGTH OF A SPIDER--AND THE ABILITY TO WALK ON WALLS!
TERRIFIC! NEXT THING YOU KNOW, I'LL START SPINNING WEBS!


WHY DON'T YOU GIVE IT A SHOT?

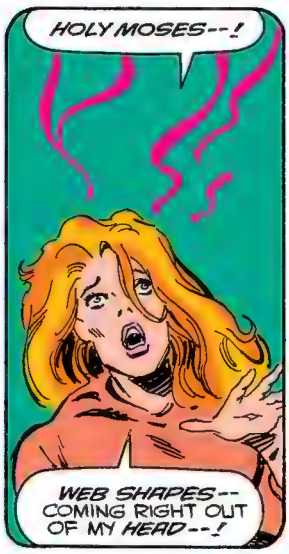
YOU'RE KIDDING, RIGHT? HEY, I KNOW WHERE A SPIDER SHOOTS ITS WEBS FROM, AND IF YOU THINK I'M GOING TO--
IF YOU'VE ACQUIRED SUCH AN ABILITY, I'M SURE IT WILL BE MENTAL.


GO ON, JULIA--GIVE IT THAT OLD COLLEGE TRY!
JUST-- "THINK WEB!"-- AND SEE WHAT HAPPENS!
THIS IS NUTS, VAL! BUT, AS LONG AS I'M STILL ON YOUR PAYROLL--!

IT'S NOT WORKING! NOTHING'S COMING.
TRY HARDER, JULIA-- HARDER!

I AM TRYING, BLAST YOU!
IT'S JUST NOT--

IT--


HOLY MOSES--!
WEB SHAPES-- COMING RIGHT OUT OF MY HEAD--!

G-GET ME OUTTA THIS STUFF!
HAHAHAHA! YOU'VE DONE IT, JULIA!
YOU'VE CAUGHT THEO, THE HANDYMAN-- IN PSYCHICALLY-INDUCED WEBBING!

I DON'T THINK HE THINKS IT'S QUITE SO AMUSING AS YOU DO, NAPIER.
N-NEITHER ...DO I...

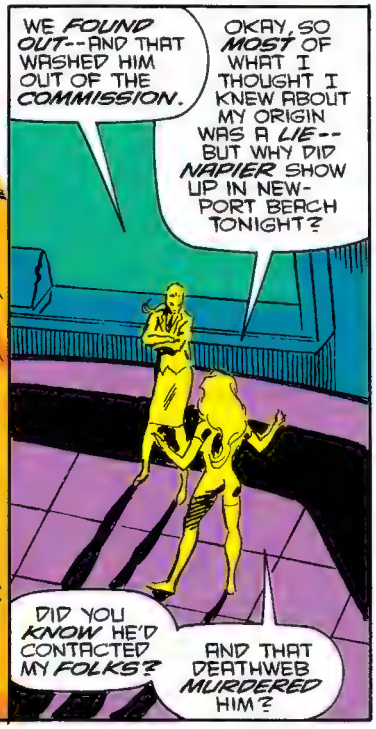
"NEXT DAY, WHEN YOU SHOWED UP FOR WORK...
HERE, JULIA. SLIP INTO THIS.
WHAT...?
JUST TRY IT ON.
"YOU MUST'VE STILL BEEN OUT OF IT, TO THINK WE'D COME UP OVERNIGHT--
"--WITH THAT HUNK OF SPANDEX!
WE'VE DECIDED YOUR CODE NAME WILL BE-- SPIDER-WOMAN.
IT DID BELONG TO SOMEONE ELSE, BUT SHE'S HISTORY.
DO I HAVE TO BE CALLED THAT?
I MEAN-- I'VE ALWAYS LIKED MYTHOLOGY, AND, WELL--
WHAT ABOUT "ARACHNE"-- YOU KNOW, AFTER THAT WEAVER A GODDESS TURNED INTO A SPIDER?
OR EVEN "ARIADNE," WHO GAVE THESEUS THE THREAD THAT LED HIM OUT OF THE LABYRINTH?
"AND THE DUST HAD BARELY SETTLED BEFORE YOU AND EVERY OTHER SUPER-TYPE ON EARTH GOT CAUGHT UP IN THE SO-CALLED 'SECRET WARS.'
"YOU CAN CLOSE YOUR MOUTH NOW, JULIA.
VERY ERUDITE. BUT WE WANT SOMETHING THE MEDIA CAN SPELL, SO "SPIDER-WOMAN" IT IS.
YOU'RE THE BOSS.
YES, THERE IS THAT.
"HEY, AT LEAST YOU GOT A HEFTY PAY RAISE OUT OF THE DEAL!
"YOU REALLY THINK WE WEREN'T GOING TO FIND OUT ABOUT THAT LITTLE FREE-FOR-ALL?

" I KNOW YOU DIDN'T CARE MUCH FOR THE FREEDOM FORCE WE STUCK YOU INTO-- MOST OF THEM BEING CRIMINALS WE'D SPRUNG FROM JAIL--
" BUT IT WAS THE ONLY SUPER-GROUP WE HAD. SO SUE US.

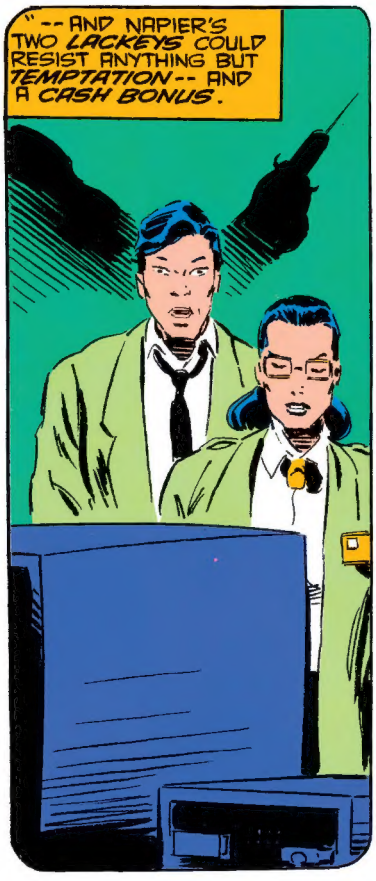
I THINK THINGS STARTED GOING SOUR WHEN YOUR EX-HUSBAND WON CUSTODY OF YOUR DAUGHTER.
YOU FORGOT YOU WERE WORKING FOR US, AND STARTED ACTING LIKE JUST ANOTHER FREE-LANCE HERO!
THAT'S WHEN YOU BETRAYED US, BY FREEING THE AVENGERS FROM THE VAULT.

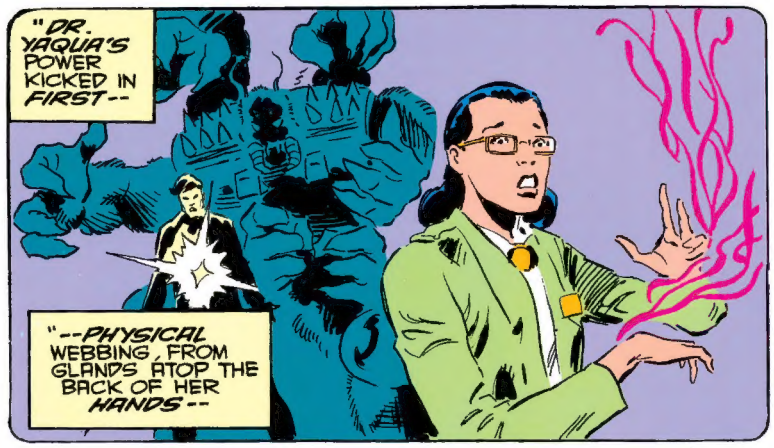
TYPICAL OF YOU PEOPLE! YOU PUT CROOKS ON THE PAYROLL-- AND YOU LOCK UP HEROES!
BUT YOU DIDN'T REALLY GIVE ME MUCH CHOICE ABOUT QUITTING YOU--
--NOT WHEN YOU PUT MIKE CLEMSON IN AS MY CONTROL.

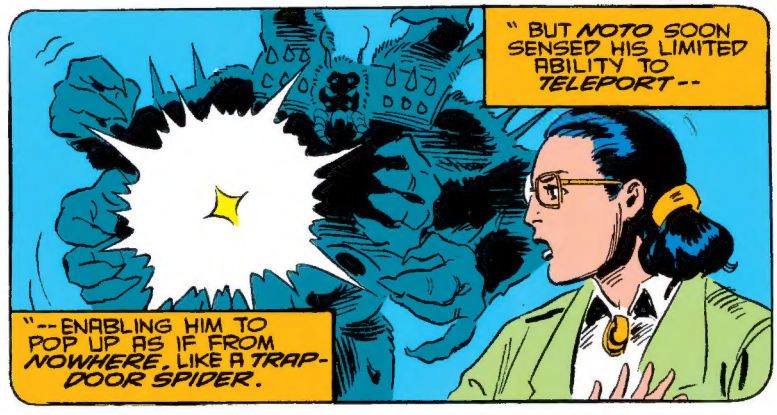
MAYBE YOU DIDN'T KNOW IT, BUT HE'S GOT SOME SECRET VENDETTA AGAINST ME.
DID YOU KNOW HE WAS EVEN MIXED UP WITH THAT SHADOW-GOVERNMENT BUNCH CALLED CONCLAVE?

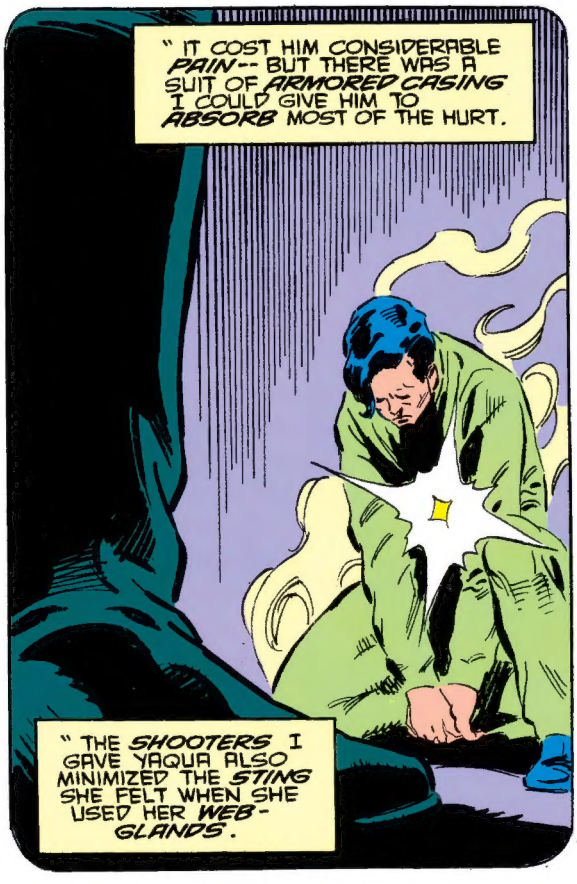

WE FOUND OUT--AND THAT WASHED HIM OUT OF THE COMMISSION.
OKAY, SO MOST OF WHAT I THOUGHT I KNEW ABOUT MY ORIGIN WAS A LIE-- BUT WHY DID NAPIER SHOW UP IN NEW-PORT BEACH TONIGHT?
DID YOU KNOW HE'D CONTACTED MY FOLKS?
AND THAT DEATHWEB MURDERED HIM?

DEATHWEB?! ARE YOU SERIOUS?
IN THAT CASE-- MAYBE I'D BETTER TELL YOU A BIT MORE THAN I'D INTENDED TO.
YOU MEAN THERE'S MORE?
"YOU BET YOUR BUNS! AFTER YOU DEFECTED, THE HERO-CREATING PART OF OUR PROJECT WAS PUT ON HOLD.
"I WAS AWAY WHEN DEATHWEB'S BOSS, THE MANIPULATOR, BRIBED HIS ASSISTANTS INTO TRYING A NEW VARIANT OF THE SPIDER-SERUM--
"--ON OUR NOT OVERLY-BRIGHT HANDYMAN.
"THE EXTRA MONEY SOUNDED GOOD TO THEO.
"HE MUST'VE HAD DOUBTS, SECONDS LATER--
"--WHEN HE GREW TWO EXTRA SETS OF ARMS-- THE HARD WAY!
"LIKE THERE'S AN EASY WAY, RIGHT?
"HE WAS HUGE--
"HE WAS POWERFUL--
"HE WAS THERAK--
"AND, BEST OF ALL, HE COULD BE-- MANIPULATED.
"CLEARLY, THE SERUM DOESN'T PRODUCE CONSISTENT RESULTS-- BUT THEY'RE ALWAYS SPIDER-RELATED.
"THE MANIPULATOR WANTED A COUPLE MORE GUINEA PIGS...


"-- AND NAPIER'S TWO LACKEYS COULD RESIST ANYTHING BUT TEMPTATION -- AND A CASH BONUS.

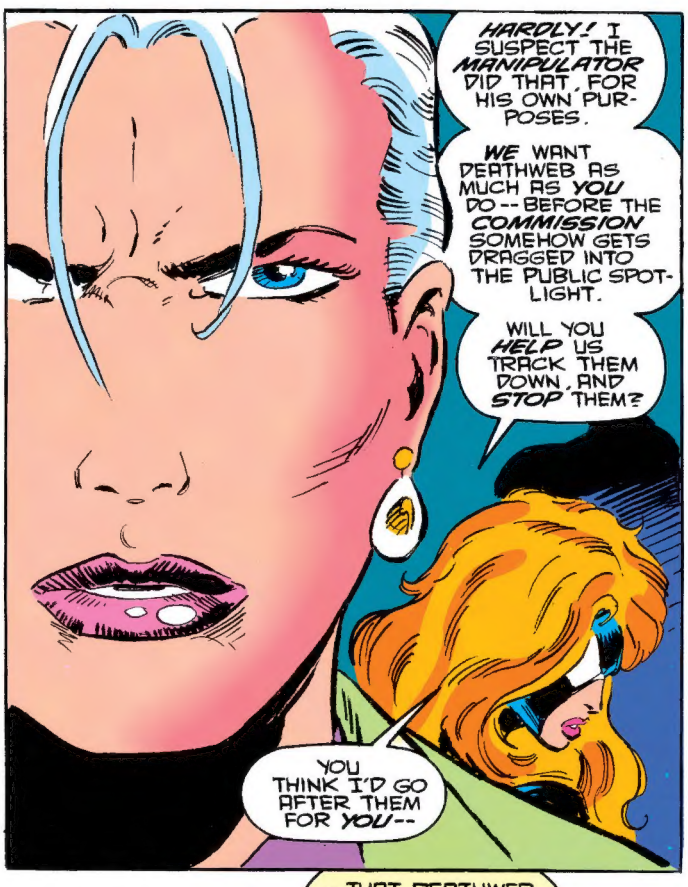

"DR. YAQUA'S POWER KICKED IN FIRST --
"--PHYSICAL WEBBING, FROM GLANDS ATOP THE BACK OF HER HANDS --


"BUT NOTO SOON SENSED HIS LIMITED ABILITY TO TELEPORT --
"--ENABLING HIM TO POP UP AS IF FROM NOWHERE, LIKE A TRAP-DOOR SPIDER.


"IT COST HIM CONSIDERABLE PAIN -- BUT THERE WAS A SUIT OF ARMORED CASING I COULD GIVE HIM TO ABSORB MOST OF THE HURT.
"THE SHOOTERS I GAVE YAQUA ALSO MINIMIZED THE STING SHE FELT WHEN SHE USED HER WEB-GLANDS.

"THE MANIPULATOR WALKED OFF WITH NOTO AND YAQUA -- NOW ANTRO AND ARACHNE --
"--LEAVING NAPIER RICH, WITH A PROMISE OF MORE TO COME IF HE KEPT HIS MOUTH SHUT.
"-- AND A PROMISE OF DEATH, IF HE TALKED.

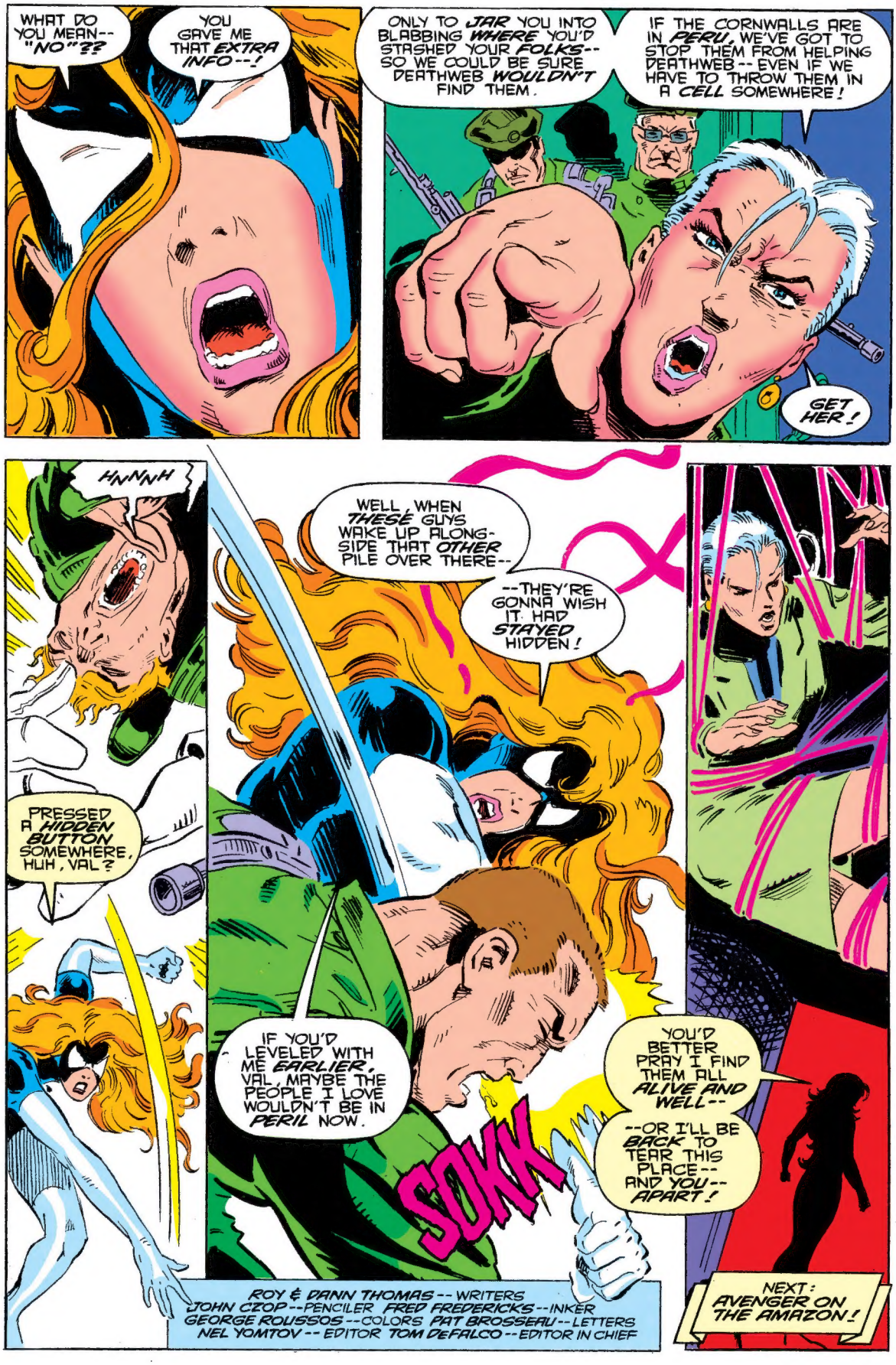
I FIGURED OUT WHAT HAPPENED, AFTER I SAW TV FOOTAGE OF DEATHWEB -- AND I MADE NAPIER COME CLEAN.
I BLACKMAILED HIM INTO CONTINUING WORKING HERE, HOPING ONE DAY HE'D LEAD US TO THE MANIPULATOR.
WAS IT YOU WHO BUSTED THE THREE DEATHWEBBERS OUT OF PRISON?!


HARDLY! I SUSPECT THE MANIPULATOR DID THAT, FOR HIS OWN PURPOSES.
WE WANT DEATHWEB AS MUCH AS YOU DO -- BEFORE THE COMMISSION SOMEHOW GETS DRAGGED INTO THE PUBLIC SPOTLIGHT.
WILL YOU HELP US TRACK THEM DOWN, AND STOP THEM?
YOU THINK I'D GO AFTER THEM FOR YOU--

--AFTER THEY KILLED NAPIER--
--AFTER THEY ENDANGERED MY PARENTS -- MY DAUGHTER?
I'M GOING AFTER THEM, ALL RIGHT -- BUT I'M REPORTING BACK TO NOBODY!

LOOK, WE'RE ON THE SAME SIDE HERE, SO I'LL TELL YOU SOMETHING FOR NOTHING:
DEATHWEB SERVES THE MANIPULATOR BECAUSE THEY'RE DEAD MEAT UNLESS THEY GET A CERTAIN ANTIDOTE AT REGULAR INTERVALS.
HE HAD NAPIER SPIKE THE SERUM THAT WAY, BEFORE HE GAVE IT TO THEM.
NAPIER PROBABLY FELT GUILTY ENOUGH TO WANT TO WARN YOUR FOLKS--

--THAT DEATHWEB PLANS TO FORCE THEM TO GUIDE THEM BACK TO THE PLACE THEY FOUND THE RELEVANT HERBS.
Y-YOU MEAN -- BY SHIPPING RACHEL OFF WITH MY PARENTS -- I'VE PLACED THEM ALL IN DANGER?!
I'VE GOT TO GET TO PERU--!
NO, JULIA...


WHAT DO YOU MEAN-- "NO"??
YOU GAVE ME THAT EXTRA INFO--!
ONLY TO JAR YOU INTO BLABBING WHERE YOU'D STASHED YOUR FOLKS-- SO WE COULD BE SURE DEATHWEB WOULDN'T FIND THEM.
IF THE CORNWALLS ARE IN PERU, WE'VE GOT TO STOP THEM FROM HELPING DEATHWEB-- EVEN IF WE HAVE TO THROW THEM IN A CELL SOMEWHERE!
GET HER!
HNNNH
PRESSED A HIDDEN BUTTON SOMEWHERE, HUH, VAL?
WELL, WHEN THESE GUYS WAKE UP ALONGSIDE THAT OTHER PILE OVER THERE--
--THEY'RE GONNA WISH IT HAD STAYED HIDDEN!
IF YOU'D LEVELED WITH ME EARLIER, VAL, MAYBE THE PEOPLE I LOVE WOULDN'T BE IN PERIL NOW.
SOKK
YOU'D BETTER PRAY I FIND THEM ALL ALIVE AND WELL--
--OR I'LL BE BACK TO TEAR THIS PLACE-- AND YOU-- APART!
ROY & DANN THOMAS -- WRITERS
JOHN CZOP -- PENCILER FRED FREDERICKS -- INKER
GEORGE ROUSSOS -- COLORS PAT BROSSEAU -- LETTERS
NEL YOMTOV -- EDITOR TOM DEFALCO -- EDITOR IN CHIEF
NEXT: AVENGER ON THE AMAZON!